

FAIR ISAAC CORP

Form 4

December 14, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Scadina Mark R

(Last) (First) (Middle)

181 METRO DRIVE

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

FAIR ISAAC CORP [FICO]

3. Date of Earliest Transaction  
(Month/Day/Year)

12/13/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, Gen. Counsel &amp; Sec.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 12/13/2015                              |   | M                                    | 2,500 A \$ 0  | 52,979.227   | D  |   |
| Common<br>Stock                       | 12/13/2015                              |   | M                                    | 3,750 A \$ 0  | 56,729.227   | D  |   |
| Common<br>Stock                       | 12/13/2015                              |   | M                                    | 2,500 A \$ 0  | 59,229.227   | D  |   |
| Common<br>Stock                       | 12/13/2015                              |   | M                                    | 2,437 A \$ 0  | 61,666.227   | D  |   |
| Common<br>Stock                       | 12/13/2015                              |   | M                                    | 8,000 A \$ 0  | 69,666.227   | D  |   |

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|              |            |   |               |   |          |            |   |
|--------------|------------|---|---------------|---|----------|------------|---|
| Common Stock | 12/13/2015 | M | 4,000         | A | \$ 0     | 73,666.227 | D |
| Common Stock | 12/13/2015 | M | 6,498         | A | \$ 0     | 80,164.227 | D |
| Common Stock | 12/13/2015 | M | 6,498         | A | \$ 0     | 86,662.227 | D |
| Common Stock | 12/13/2015 | F | 18,876<br>(1) | D | \$ 89.61 | 67,786.227 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | (2)  | 12/13/2015                           |  | M                              | 2,500   | 12/13/2012(3) (4)  | Common Stock 2,500  |
| Restricted Stock Units                     | (2)  | 12/13/2015                           |  | M                              | 3,750   | 12/13/2012(3) (4)  | Common Stock 3,750  |
| Restricted Stock Units                     | (2)  | 12/13/2015                           |  | M                              | 2,500   | 12/13/2013(3) (4)  | Common Stock 2,500  |
| Restricted Stock Units                     | (2)  | 12/13/2015                           |  | M                              | 2,437   | 12/13/2014(3) (4)  | Common Stock 2,437  |
| Performance Share Units                    | (5)  | 12/13/2015                           |  | M                              | 8,000   | 12/13/2012(6) (4)  | Common Stock 8,000  |
| Performance Share Units                    | (5)  | 12/13/2015                           |  | M                              | 4,000   | 12/13/2013(6) (4)  | Common Stock 4,000  |
| Performance Share Units                    | (5)  | 12/13/2015                           |  | M                              | 6,498   | 12/13/2014(7) (4)  | Common Stock 6,498  |
|  | (8)  | 12/13/2015                           |  | M                              | 6,498   | 12/13/2015 (4)   | 6,498   |

Market Share  
Units

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships                             |
|---|---|
|   | Director    10% Owner    Officer    Other |
| Scadina Mark R<br>181 METRO DRIVE<br>SAN JOSE, CA 95110 | EVP, Gen. Counsel & Sec.                  |

## Signatures

/s/Nancy E. Fraser,  
Attorney-in-fact

12/14/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares withheld by Company for payment of taxes due at vesting from restricted stock units, earned performance share units and earned market share units.
- (2) Each restricted stock unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (3) The restricted stock units vest in four equal annual installments commencing on this date and vested shares will be delivered to the reporting person as soon as practicable thereafter.
- (4) No expiration date.
- (5) Each earned performance share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.
- (6) The performance share units vest in four equal annual installments commencing on this date and one share will be delivered to the reporting person for each vested unit as soon as practicable thereafter.
- (7) The performance share units vest in three equal annual installments commencing on this date and one share will be delivered to the reporting person for each vested unit as soon as practicable thereafter.
- (8) Each earned market share unit represents a right to receive one share of Fair Isaac common stock contingent upon continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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